

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Eastern District of Virginia  
(State)

Case number (if known): \_\_\_\_\_

Chapter 11

☐ Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Gymboree Retail Stores, Inc.

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

94-3206461

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

71 Stevenson Street, Suite 2200

Number Street

Number Street

P.O. Box

San Francisco, California 94105

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

San Francisco, California

County

Number Street

City State Zip Code

5. Debtor's website (URL) http://www.gymboree.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

Debtor Gymboree Retail Stores, Inc.  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**4481**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Eastern District of Virginia

When

6/11/2017

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

MM / DD / YYYY

Debtor Gymboree Retail Stores, Inc.  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?***Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number Street

City

State

Zip Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |  |  |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000             | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input checked="" type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000           | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |  |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

Debtor Gymboree Retail Stores, Inc.  
Name

Case number (if known) \_\_\_\_\_

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/11/2017  
MM/ DD / YYYY

✕

/s/ James A. Mesterharm

Signature of authorized representative of debtor

James A. Mesterharm

Printed name

Title Authorized Signatory**18. Signature of attorney**

✕

/s/ Michael A. Condyles

Signature of attorney for debtor

Date

6/11/2017

MM/ DD/YYYY

Michael A. Condyles

Printed name

Kutak Rock LLP

Firm name

901 East Byrd Street, Suite 1000

Number Street

Richmond

City

VA

State

23219-4071

ZIP Code

804-343-5227

Contact phone

michael.condyles@kutakrock.com

Email address

27807

Bar number

VA

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia

(State)

Case number (if  
known):

Chapter 11

☐ Check if this is an  
amended filing

**Rider 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of The Gymboree Corporation.

- Giraffe Intermediate B, Inc.
- The Gymboree Corporation
- Gym-Card, LLC
- Gym-Mark, Inc.
- Gymboree Manufacturing, Inc.
- Gymboree Retail Stores, Inc.
- Gymboree Operations, Inc.
- S.C.C. Wholesale, Inc.

| Fill in this information to identify the case: |   |
|--|---|
| Debtor name                                    | The Gymboree Corporation, <i>et al.</i> |
| United States Bankruptcy Court for the:        | Eastern District of Virginia            |
| Case number (If known):                        | (State)                                 |

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

|   | Name of Creditor and Complete Mailing Address, including ZIP Code  | Name, Telephone Number, and Email Address of Creditor Contact  | Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is Contingent, Unliquidated or Disputed | Amount of Claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|--|--|---|---|--|---|-----------------|
|   |  |  |   |   | Total Claim, if Partially Secured  | Deduction for Value of Collateral or Setoff | Unsecured Claim |
| 1 | DEUTSCHE BANK TRUST COMPANY AMERICAS TRUST AND SECURITIES SERVICES<br>60 WALL STREET, 27TH FLOOR<br>MS: NYC60-2710<br>NEW YORK, NEW YORK 10005 | Name: CORPORATES TEAM / GIRAFFE ACQUISITION CORPORATION<br>Phone: 866-243-9656<br>Fax: 732-578-4635<br>Email: DB@AMSTOCK.COM | 9.125% SENIOR NOTES DUE IN DECEMBER 2018  |   |  |   | \$171,006,000   |
| 2 | HANSOLL TEXTILE LTD.<br>HANSOLL TEXTILE BLDG.,<br>268 SONGPA-DAERO,<br>SONGPA-GU<br>SEOUL, KOREA   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                          | TRADE PAYABLE   |   |  |   | \$7,610,991     |
| 3 | TIP TOP FASHIONS LTD<br>IND. PLOT NO#1, AVENUE-1,<br>BLOCK-E, SECTION-11,<br>MIRPUR<br>DHAKA, BANGLADESH                                       | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                          | TRADE PAYABLE   |   |  |   | \$5,034,443     |
| 4 | ROYAL CLASSIC MILLS ( P ) LTD<br>31,PULIYAMARA<br>THOTTAM,MANGALAM ROAD<br>TIRUPUR, TAMILNADU,<br>INDIA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                          | TRADE PAYABLE   |   |  |   | \$4,981,204     |
| 5 | NEXT COLLECTIONS LTD<br>1323-1325 BERON,<br>ASHULIA, SAVAR<br>DHAKA, BANGLADESH  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                          | TRADE PAYABLE   |   |  |   | \$4,837,232     |

Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

|    | Name of Creditor and Complete Mailing Address, including ZIP Code  | Name, Telephone Number, and Email Address of Creditor Contact                                       | Nature of Claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is Contingent, Unliquidated or Disputed | Amount of Claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|---|--|---|--|---|-----------------|
|    |  |   |  |   | Total Claim, if Partially Secured  | Deduction for Value of Collateral or Setoff | Unsecured Claim |
| 6  | PAO YUAN GARMENTS CORP.<br>NO.3, LANE 616, SEC. 2ND,<br>CHUNG SHANG RD.,<br>CHUNG HO DIST.<br>NEW TAIPEI CITY, TAIWAN              | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$4,396,271     |
| 7  | NAMYANG INTERNATIONAL CO., LTD<br>RM# 2601 , KOREA WORLD<br>TRADE CENTER, 159-1,<br>SAMSUNG-DONG,<br>KANGNAM-GU<br>SEOUL, KOREA    | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$3,481,791     |
| 8  | GLORY INDUSTRIES LTD<br>7/A, SHOLASHAHAR LIGHT<br>INDUSTRIAL AREA, BAIZID<br>BOSTAMI ROAD<br>CHITTAGONG,<br>BANGLADESH             | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$3,356,388     |
| 9  | EASTMAN EXPORTS<br>GLOBAL CLOTHING (P) LTD<br>5/591, SRI LAKSHMI<br>NAGAR,<br>PITCHAMPALAYAM PUDUR<br>TIRUPUR, TAMILNADU,<br>INDIA | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$3,245,404     |
| 10 | PANWIN DESIGNS LIMITED<br>CS 576, BANIARCHALA<br>(BAGHER BAZAR),<br>BABANIPUR, GAZIPUR<br>SADAR, GAZIPUR.<br>BANGLADESH            | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$2,795,435     |
| 11 | LIM LINE APPAREL CO.<br>LTD.<br>844/60 SOI WATCHANNAI,<br>NEW ROAD,<br>BANGKLO,BANGKHOLAEM,<br>BANGKOK, THAILAND                   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$2,564,223     |
| 12 | YUMARK ENTERPRISES<br>CORP.<br>14 FL, 67, SEC 2, TUN HWA<br>S.RD., TAIPEI, TW  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$2,371,424     |
| 13 | JUBILEETEX<br>4/316 , KUMARASAMY<br>NAGAR,<br>PITCHAMPALAYAM PUDUR<br>(PO),TIRUPUR, TAMIL<br>NADU, INDIA                           | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$2,347,736     |
| 14 | J.K. KNIT COMPOSITE LTD<br>HOLDING NO: 10/1, SHOP<br>NO.;, SOUTH DORIAPUR,<br>SAVAR, DHAKA,<br>BANGLADESH                          | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$2,257,057     |

Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

|    | Name of Creditor and Complete Mailing Address, including ZIP Code   | Name, Telephone Number, and Email Address of Creditor Contact  | Nature of Claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is Contingent, Unliquidated or Disputed | Amount of Claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|--|--|---|--|---|-----------------|
|    |   |  |  |   | Total Claim, if Partially Secured  | Deduction for Value of Collateral or Setoff | Unsecured Claim |
| 15 | PT UNI KYUNG SEUNG INTERNATIONAL<br>JL. SUMATRA BLOK D 17 BI (KBN) CAKUNG, KEL. SUKAPURA, KEC CILINCING, JAKARTA, ID                  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$2,245,239     |
| 16 | KG FASHION CO.,LTD.<br>2F JUNG WOO B/D, 39-8 SAUM SUNG-DONG, GANG NAM-GU, SEOUL, KOREA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$2,087,408     |
| 17 | GENERAL LION FOOTWEAR (INTERNATIONAL) LTD<br>UNIT 405, 4TH FLOOR, YICK TAI IND BLDG, 650-652 CASTLE PEAK RD, LAI CHI KOK, KOWLOON, HK | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,941,174     |
| 18 | PAN PACIFIC CO LTD.<br>12, DIGITAL-RO 31-GIL, GURO-GU SEOUL, KOREA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,927,093     |
| 19 | MAWNA FASHIONS LTD<br>TEPIRBARI, SREEPUR, GAZIPUR, BANGLADESH   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,820,629     |
| 20 | CONCEPT KNITTING LIMITED<br>TILARGATI, SATAISH BAZAR, TONGI, GAZIPUR, BANGLADESH  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,819,454     |
| 21 | TA TRADING CO., LTD<br>194, DONGIL-RO, GWANGJIN-GU, SEOUL, KOREA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,809,522     |
| 22 | PT. BINA BUSANA INTERNUSA<br>JL INSPEKSI CAKUNG DRAIN KM2, JAKARTA UTARA, DKI JAKARTA, ID   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,747,012     |
| 23 | NAM PO FOOTWEAR LTD. UNIT<br>NO.1501,15\F,PROSPERITY CENTER, 25 CHONG YIP STREET, KWUN TONG,KOWLOON, HONG KONG                        | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM  | TRADE PAYABLE  |   |  |   | \$1,427,168     |
| 24 | ORACLE AMERICA, INC.<br>1001 SUNSET BLVD, ATTN: LEASE ADMINISTRATION, ROCKLIN, CA 95765 US  | Name: PHYLLIS SAVAGE<br>Phone: 916-315-5845<br>Fax: 650-506-7114<br>Email: PHYLISS.SAVAGE@ORACLE.COM | LEASE  | DISPUTED  |  |   | \$1,259,548     |



Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

|    | Name of Creditor and Complete Mailing Address, including ZIP Code   | Name, Telephone Number, and Email Address of Creditor Contact   | Nature of Claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is Contingent, Unliquidated or Disputed | Amount of Claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|---|--|---|--|---|-----------------|
|    |   |   |  |   | Total Claim, if Partially Secured  | Deduction for Value of Collateral or Setoff | Unsecured Claim |
| 25 | TONGXIANG COLAX INDUSTRIAL NO.3033,EAST HUAN CHENG ROAD, WU TONG INDUSTRIAL ZONE, TONG XIANG, ZHE JIANG, CHINA      | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$1,055,908     |
| 26 | PT. MONDRIAN, JL KH HASYIM ASHARI NO 171 BY PASS KLATEN, KLATEN, CENTRAL JAVA, INDONESIA                            | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$1,034,330     |
| 27 | ZHANGJIAGANG DONGDU TEXTILE, NO. 638 JINGANG DADAO, ZHANGJIAGANG, JIANGSU, CHINA                                    | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$975,486       |
| 28 | PT. DAN LIRIS, KELURAHAN BANARAN , KECAMATAN GROGOL, CEMANI, SUKOHARJO, CENTRAL JAVA, INDONESIA                     | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$919,867       |
| 29 | GLIDER CO. LTD., 4F, 222, SEC.2, JIN-SHAN S. ROAD, TAIPEI, TAIWAN   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$911,034       |
| 30 | COGNIZANT TECHNOLOGY SOLUTIONS<br>211 QUALITY CIRCLE<br>COLLEGE STATION, TX 77845                                   | Name: NARAYANI VENKATESH-DIXIT<br>Phone: 925-523-8292<br>Fax: 979 691 7750<br>Email: NARAYANI.VENKATESH-DIXIT@COGNIZANT.COM | TRADE PAYABLE  |   |  |   | \$901,727       |
| 31 | HANSAE CO., LTD.<br>(YEOUIDO-DONG, 5F), 29, EUNHAENG-RO, YEONGDEUNGPO-GU, SEOUL, KOREA                              | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$870,178       |
| 32 | VIJAY GARMENTS LIMITED, PLOT NO D-3(2), MEPZ-SEZ, TAMBARAM, CHENNAI, TAMIL NADU INDIA                               | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$861,183       |
| 33 | SPRINGFIELD GARMENT CO. LTD., 33 SOI PHETKASAME 33/1 PHETKASAME ROAD, BANG-WHUA, PHASYCHAREON, BANGKOK, THAILAND    | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$812,816       |
| 34 | TOOKU TRADING CORP LTD. (GMI)<br>UNIT 1305, 13/F, PROSPERITY PLACE 6 SHING YIP STREET, KWUN TONG KOWLOON, HONG KONG | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM                         | TRADE PAYABLE  |   |  |   | \$754,284       |

Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

|    | Name of Creditor and Complete Mailing Address, including ZIP Code  | Name, Telephone Number, and Email Address of Creditor Contact                                       | Nature of Claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is Contingent, Unliquidated or Disputed | Amount of Claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|---|--|---|--|---|-----------------|
|    |  |   |  |   | Total Claim, if Partially Secured  | Deduction for Value of Collateral or Setoff | Unsecured Claim |
| 35 | SUNTEX GARMENTS LIMITED, 45/F, HUALI INTERNATIONAL BUILDING, NO.67, ZHUJIANG ROAD, NANJING, JIANGSU, CHINA                 | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$747,340       |
| 36 | SHINWON CORPORATION SHINWON BLDG, 328 DONGMAK-RO, MAPO-GU, SEOUL, KOREA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$713,534       |
| 37 | PRO-HOT ENTERPRISE CO., LTD., 4FL., NO.12, LANE 181, SEC. 2, JUI ZONG ROAD, NEI HU DISTRICT, TAIPEI CITY, TAIWAN           | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$691,257       |
| 38 | PEARL GLOBAL (HK) LIMITED, UNIT 801-3, 8/F, 9 WING KONG STREET, CHEUNG SHA WAN, KOWLOON, HONG KONG                         | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$682,453       |
| 39 | WINGA GARMENT FACTORY, UNIT 23-28A 11/FL., PROFIT INDUSTRIAL BUILDING, 1-15 KWAI FUNG CRESCENT, NEW TERRITORIES, HONG KONG | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$665,340       |
| 40 | LI & FUNG 7/F HK SPINNERS INDUSTRIAL BUILDING, PHASES I & II 800 CHEUNG SHA WAN ROAD, KOWLOON, HONG KONG                   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$642,732       |
| 41 | SHARTEX INTERNATIONAL TRADING 10F,BLOCK A, 688 DALIAN ROAD, SHANGHAI, CHINA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$609,025       |
| 42 | CAPITAL SHOES FACTORY ROOM 2704, 27/FLOOR, AITKEN VANSON CENTRE, 61 HOI YUEN ROAD, KWUN TONG, KOWLOON, HONG KONG           | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$587,955       |
| 43 | XIAMEN WELLEAST CO., LTD 29F, LIXIN PLAZA, NO.90 HUBIN SOUTH ROAD, XIAMEN, FUJIAN, CHINA                                   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$568,767       |
| 44 | WORLDMAX GARMENT LIMITED, 7/F., TRUST CENTER, 912-914 CHEUNG SHA WAN ROAD, KOWLOON, HONG KONG                              | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$566,727       |

Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

|    | Name of Creditor and Complete Mailing Address, including ZIP Code  | Name, Telephone Number, and Email Address of Creditor Contact                                       | Nature of Claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is Contingent, Unliquidated or Disputed | Amount of Claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|---|--|---|--|---|-----------------|
|    |  |   |  |   | Total Claim, if Partially Secured  | Deduction for Value of Collateral or Setoff | Unsecured Claim |
| 45 | TOP RISE GARMENT FACTORY (O/B TOP RISE INDUSTRIAL CO., LTD.)<br>FLAT A & B, 8/F., LUCKY FACTORY BUILDING, 63-65 HUNG TO ROAD, KWUN TONG, KOWLOON, HK | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$540,907       |
| 46 | SEYANG CORPORATION<br>2F SEYANG B/D, 424-6 DOGOK-DONG, GANGNAM-GU, SEOUL, KOREA  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$511,277       |
| 47 | FULKI ENTERPRISE CO. LTD.<br>1F., NO.671-673, SEC. 1, YUANJI RD, SHETOU SHIANG, CHANGHUA COUNTY, TAIWAN  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$510,855       |
| 48 | RADAR TOP LTD., FLAT C9. BLK C.3/F., HONG KONG IND. CTR., 489-491 CASTLE PEAK ROAD, KOWLOON, HONG KONG.  | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$473,317       |
| 49 | SONIA AND SWEATERS LTD.<br>604, KONDOLBAGH, TAIBPUR, ASHULIA ROAD SAVAR, DHAKA, BANGLADESH   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$453,302       |
| 50 | KANY FOOTWEAR CORP.<br>NO 9 HAIJING ROAD, XIBIN JINJIANG, FUJIAN, 362200   | Name: CARMEN CHAU<br>Phone: 852 2806 7980<br>Fax: 852 3929 1329<br>Email: CARMENCHAU@LFSOURCING.COM | TRADE PAYABLE  |   |  |   | \$416,777       |

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

|                               |   |                          |
|-------------------------------|---|--------------------------|
| In re:                        | ) |                          |
|                               | ) | Chapter 11               |
| GYMBOREE RETAIL STORES, INC., | ) |                          |
|                               | ) | Case No. 17-_____ (____) |
| Debtor.                       | ) |                          |
|                               | ) |                          |

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

| Equity Holders<br>(Type of Holding)                    | Address of Equity Holder  | Class /<br>Kind of Interest | Percentage of<br>Equity Held |
|--|---|-----------------------------|------------------------------|
| The Gymboree Corporation<br>(Direct Holder)            | 71 Stevenson Street, Suite 2200<br>San Francisco, California 94105        | Common Stock <sup>2</sup>   | 100%                         |
| Giraffe Intermediate B, Inc.<br>(Indirect Holder)      | 71 Stevenson Street, Suite 2200<br>San Francisco, California 94105        | Common Stock                | 100%                         |
| Giraffe Intermediate A, Inc.<br>(Indirect Holder)      | 71 Stevenson Street, Suite 2200<br>San Francisco, California 94105        | Common Stock                | 100%                         |
| Giraffe Holding, Inc.<br>(Indirect Holder)             | 71 Stevenson Street, Suite 2200<br>San Francisco, California 94105        | Common Stock                | 100%                         |
| Gymboree Investment<br>Holdings, LLC (Indirect Holder) | 71 Stevenson Street, Suite 2200<br>San Francisco, California 94105        | Common Stock <sup>3</sup>   | 99.67%                       |
| Gymboree Holding, Ltd.<br>(Indirect Holder)            | 71 Stevenson Street, Suite 2200<br>San Francisco, California 94105        | Common Stock                | 99.67%                       |
| Bain Capital Fund X, L.P.<br>(Indirect Holder)         | John Hancock Tower<br>200 Clarendon Street<br>Boston, Massachusetts 02116 | Common Stock                | 95.396% <sup>4</sup>         |

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

<sup>2</sup> Gymboree Retail Stores, Inc. has only one class of common voting stock.

<sup>3</sup> Gymboree Investment Holdings, LLC holds its interest in Gymboree Retail Stores, Inc. indirectly through its holdings in two classes of common stock (Classes A and L) issued by Giraffe Holding, Inc.

<sup>4</sup> Bain Capital Fund X, L.P., indirectly through its holdings in three classes of common shares (Classes A, C, and L) of Gymboree Holding, Ltd., and then through Gymboree Investment Holdings, LLC, Giraffe Holding, Inc., Giraffe Intermediate A, Inc., Giraffe Intermediate B, Inc., and The Gymboree Corporation, holds 95.396% of the common stock of Gymboree Retail Stores, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

|                               |   |                         |
|-------------------------------|---|-------------------------|
|                               | ) |                         |
| In re:                        | ) | Chapter 11              |
|                               | ) |                         |
| GYMBOREE RETAIL STORES, INC., | ) | Case No. 17-____ (____) |
|                               | ) |                         |
| Debtor.                       | ) |                         |
|                               | ) |                         |

## **CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| Shareholder   | Approximate Percentage of Shares Held |
|---|---------------------------------------|
| The Gymboree Corporation (Direct Holder)            | 100%                                  |
| Giraffe Intermediate B, Inc. (Indirect Holder)      | 100%                                  |
| Giraffe Intermediate A, Inc. (Indirect Holder)      | 100%                                  |
| Giraffe Holding, Inc. (Indirect Holder)             | 100%                                  |
| Gymboree Investment Holdings, LLC (Indirect Holder) | 99.67%                                |
| Gymboree Holding, Ltd. (Indirect Holder)            | 99.67%                                |
| Bain Capital Fund X, L.P. (Indirect Holder)         | 95.396%                               |

|  |                              |
|--|------------------------------|
| Fill in this information to identify the case and this filing: |                              |
| Debtor Name  | Gymboree Retail Stores, Inc. |
| United States Bankruptcy Court for the:                        | Eastern District of Virginia |
|  | (State)                      |
| Case number (If known):  |                              |

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

6/11/2017  
MM/ DD/YYYY

☒ /s/ James A. Mesterharm

Signature of individual signing on behalf of debtor

James A. Mesterharm

Printed name

Authorized Signatory

Position or relationship to debtor

**Gymboree Retail Stores, Inc.  
Gymboree Manufacturing, Inc.  
Gymboree Operations, Inc.  
Gym-Mark, Inc.  
S.C.C. Wholesale, Inc.**

**Unanimous Written Consent of Directors**

**Dated as of June 11, 2017**

The undersigned hereby represents that the Boards of Directors (collectively, the “Boards”) of Gymboree Retail Stores, Inc., a California corporation, Gymboree Manufacturing, Inc., a California corporation, Gymboree Operations, Inc., a California corporation, Gym-Mark, Inc., a California corporation, and S.C.C. Wholesale, Inc., a California corporation (each, a “Company”) **HEREBY CONSENT** to the taking of the following actions and **HEREBY ADOPT** the following resolutions by unanimous written consent (this “Written Consent”), pursuant to applicable law.

**Chapter 11 Filing**

WHEREAS, each Board has considered presentations by the management and the financial and legal advisors of each Company regarding the liabilities and liquidity situation of each Company, the strategic alternatives available to it, and the effect of the foregoing on each Company’s business; and

WHEREAS, each Board has had the opportunity to consult with the management and the financial and legal advisors of each Company and fully consider each of the strategic alternatives available to each Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of each Board, it is desirable and in the best interests of each Company (including a consideration of its creditors and other parties in interest) that each Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (each, a “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States; and

RESOLVED, that any officers of each Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of each Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company’s business.

## **Retention of Professionals**

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, "Kirkland") as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kutak Rock LLP ("Kutak") as local bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kutak.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Munger, Tolles & Olson LLP ("Munger") as counsel in connection with the matters delegated to that certain Special Committee of the Board of The Gymboree Corporation, established on May 18, 2017; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Munger.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm Lazard Frères & Co. LLC as investment banker to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by the Member, creditors, or other third parties, as requested by each Company, evaluating each Company's capital structure, responding to issues related to each Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of each Company's assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm AlixPartners, LLP, as restructuring advisor, and to appoint James A. Mesterharm as Chief Restructuring Officer of each Company to



represent and assist each Company in carrying out their duties under the Bankruptcy Code, and Liyuan Woo as interim Chief Financial Officer of each Company, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners, LLP and to appoint James A. Mesterharm as Chief Restructuring Officer of each Company and Liyan Woo as interim Chief Financial Officer of each Company.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of A&G Realty Partners, LLC as real estate consultant to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of A&G Realty Partners, LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with each Company's Chapter 11 Case, with a view to the successful prosecution of such case.

## **General**

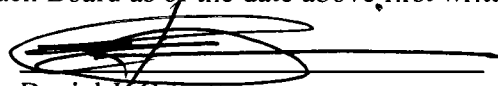
RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such director's judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that all members of each Board have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of each Board.

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of each Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

IN WITNESS WHEREOF, the undersigned represents that each Board has authorized the undersigned to execute this Consent on behalf of each Board as of the date above first written.

A handwritten signature in black ink, appearing to read "Daniel J. Griesemer", is written over a horizontal line.

Daniel J. Griesemer  
Director

A handwritten signature in black ink, appearing to read "Andrew B. North", is written over a horizontal line.

Andrew North  
Director